# Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:15:27

File Number: 0003464416

FCC 603 Main Form CApplication for Assignments of Authorization and Transfers of Control:
Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **General Information**

1)	Application Purpose (Selectronly, one)		•	
	AA - Assignment of Authorization AM - Amendment TC - Transfer of Control WD - Withdrawal	NT - Required Notification (For Consumma EX - Request for Extension of Time (To Co		
2)	If this application is for an Amendment (AM) or Withdrawal (Witconsented to application currently on its with the LCC.	D), enter the File Number of the pending or	File Number:	
3a)	Is this application for Assignment of Atthorization or Transfer involving other wireless license(s) held by the licenses affiliate or commonly-controlled entities), or third parties that are not Commission approval or notification is required?			(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the leader	pplication.	File Number: 000	3463892
	Does this application for Assignment of Authorization of firal transfer of non-wireless licenses/authorizations for which Com-		1	(Y ) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?			(Y ) <u>Y</u> es <u>N</u> o
Fee	s and Waivers			
5a)	Is the applicant exempt from FCC application fees?			(N) <u>Y</u> es <u>N</u> o
<u>_</u>	If 'Y', attach an exhibit justifying how the applicant is exempt fr	om FCGapplication fees.		
5b)	Is a waiver/deferral of the FCC application fees being reques submitted in conjunction with this application?		1	(N ) <u>Y</u> es <u>N</u> o
<u> </u>	If 'Y', attach a date-stamped copy of the request for waiver/def	erral of the FCC application fees.	· · · · · · · · · · · · · · · · · · ·	
6a)	Does this application include a request for waiver of the Corapplication fee waivers)?	mmission's rules (other than a request for	1	(N ) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a justification for the waiver request.	a waiver is being requested and including a	1	
6b)	If 6a is 'Y', enter the number of rule sections involved.		Number of Rule Sections:	
Add	litional Transaction Information			
7)	Has this application for Assignment of Authorization or Transfe	r of Control already occurred?		(N) Yes No
8a	The Assignment of Authorization or Transfer of Control is:		( X A) Voluntary	( ) Involuntary
	If 8a is 'Involuntary', provide the date that the event occurred:	V.	(MM/DD/MAYY)	
9a	Is this application a pro forma Assignment of Authorization or	Transfer of Control?		(N) Yes No

9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?

9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses?

10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?

If 'Y', complete Schedule B and, if applicable, Schedule C.

) Yes No

) Yes No

11) F	low will/has the Assignment of Authorization	or Transfer of Contro	ol be/been accomplished? Select One: (	T )	·
<u>s</u>	ale or other assignment of assets	<b>C</b> ourt order	Reorganization or liquidation	r 1	
]	ransfer of stock or other ownership interests				
2	ther (voting trustragreement management c	ontract, etc.):		i I	
<u> </u>				<u></u>	
				I	
Desig	nated Entity Information (IF 2a, 12b or	12c is 'Y', Schedule	A is required to be completed.)		
12a)	Does this application for Assignment of Authoriginally awarded with bidding or golds within	orization or Transfer of the last five years?	of Control involve any licenses that were		) <u>Y</u> es <u>N</u> o
12b)	Does this application for Assignment of Authoriginally subject to the Commission's installed	orization or Transfer or ment payment plan?	of Control involve any licenses that were	(	) <u>Y</u> es <u>N</u> o
12c)	Does this application for Assignment of Authororiginally granted pursuant to closedibidding	orization or Transfer o	of Control involve any licenses that were years?	(	) <u>Y</u> es <u>N</u> o
Comp	petition-Related Information	Va _			
13)	Does this application for Assignment of Aut	torization or Fransfer	of Control involve a license(s) that may	(Y	) <u>Y</u> es <u>N</u> o
	a geographic overlap with another license(	/or data services that s) in which (he Assig	would, if assigned or transferred, create nee/Transferee already holds direct or		
	Does this application for Assignment of Author used for interconnected mobile voice and a geographic overlap with another license (sindirect interests (of 10 percent or more), eith could be used to provide interconnected more	ner as allicensee ors obile voice and/or dat	pectrum lessee/sublessee, and that also a services?	,	
14a)				( Y	) <u>Y</u> es <u>N</u> o
	Does the Assignee/Transferee hold direct or already has access to 10 MHz or more spec Specialized Mobile Radio (SMR) services the geographic area?	strum in the Cellular hrough license(s), lea	Radiotelephone, broadband PCS, or size(s), or sublease(s) in the same		
14b)	Would/does this application for Assignment of entities providing service (using spectrum affected market(s)?	of Authorization or in in any of the three's	lansier of Control reduce the number ervices listed its item 14a) in the	( Y	) <u>Y</u> es <u>N</u> o
Broa	Iband Radio Service and Educational	l Broadband Serv	ice Information		
15a)	Will the requested facilities be used to provi	de multichannel vide	o programm[hgs]	(	) <u>Y</u> es <u>N</u> o
15b)	If 15a is 'Y', does the Assignee/Transferee Section 27.1202 of the Commission's Rules	operate, control or ha	ave attributable interest (as defined in		) Yes No
	located within the geographic area of the re	quested facilities?			
	If 'Y', provide an exhibit explaining how the A Commission's Rules or justifying a waiver of requested, 6a must be answered 'Y'.	Assignee/Transferee f that rule. If a waive	complies with Section 27 1202 of the r of the Commission's Rule(\$) is being		
16)	Does the Assignee/Transferee comply with	the programming rec	Villa and a second		) Yes No
16)	27.1203 of the Commission's Rules?	trie programming req	unements contained in Sections Some		) Tes Wo
	If 'N', provide an exhibit explaining how the A Commission's Rules or justifying a waiver of requested, 6a must be answered 'Y'.	Assignee/Transferee that rule. If a waiver	complies with Section 27.1203 of the of the Commission's Rule(s) is being		
	•		đ		
			*	The state of the s	

Assignor/Licensee Information			1
17) Assignor/Licensee is a(n) (Select One)	مشف	_	1
Individual Unincorperated Association Tr	rust [] G	overnment Entity 🔲 Corporation 🔲 L	imited Liability Company
General Partnership	Limited Liab	ility Partnership Consortium	1
Other:			,
18) FCC Registration Number (FRN)10004887600	<del></del>		
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual) Author Com	munications of	Southern Michigan Cellular LP	
21) Attention To: Wireless Regulatory Supervisor			1
	23) Stre	et Address: One Ailled Drive, B1F02-D	
24) City: Little Rock		25) State: AR 26)	Zip Code:72202
27) Telephone Number: (501)905-8555		28) Fax Number: (501)905-6193	
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.con			
30) Demographics of Assignor/Licensee (Optiona	i):		}
Race:   E	Ethnicity:	Gender:	
☐ Asian	Not Hispani	or Latino Fema	le ,
Black or African-American			i
☐ Native Hawaiian or Other Pacific Islander			
∐ White		A STATE OF THE STA	
Assignor/Licensee Contact Representative			· · · · · · · · · · · · · · · · · · ·
31) First Name:	MI:	Last Name:	Suffix:
32) Company Name: ALLTEL Communications, LLC		•	
33) Attention To: Wireless Regulatory Supervisor			λ.
34) P.O. Box: A		et Address: Allied Drive, B1F02-D	
36) City: Little Rock			Zip Gode: 72202
39) Telephone Number: (501)905-8555		40) Fax Number: (501)905-6193	
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.com	1	,	

### Transferor Information (for Transfers of Control only)

				W				
42) Transferor is a(n); (Selectione)  Individual   Funincorporated Association	Truct	□ čove	ernment E	Entity   Corpo	aration 🔽 Limito	ed Liability Company		
- Individual Association	Hust	□ 0046	siiiiieiit L	anity [] Corpo	Mation [X] Limite	d Elaphily Company		
General Partnership	L	imited Liability	/Partners	ship 🔲 Consc	ortium			
Other:	Other:							
43) FCC Registration Number (FRN) 00/165/if 97/4						:		
44) First Name (if individual):	MI:		Last Na	ame:	·	Suffix:		
45) Legal Entity Name (if not an individual) Atlantis H	oldings	LLC				1		
46) Attention To: Clive D. Bode, Esq.	4	<del></del>						
47) P.O. Box:	And /Or	48) Street A	\ddress:	301 Commerce St	treet, Suite 3300			
49) City: Fort Worth	M		i	50) State: TX	51) Zip (	Code: 76102		
52) Telephone Number: (817)871-4000			53) Fax	Number:		:		
54) E-Mail Address: cbode@tpg.com	•					i		
55) Demographics of Transferor (Optional):								
Race: American Indian or Alaska Native		icity: ispanic or Lat	ino		Gender:			
Asian ,	ΠN	ot Hispanic of	Lelino		Female	,		
Black or African-American			Ø			'		
Native Hawaiian or Other Pacific Islander			Ø			ı		
☐ White	İ							
Transferor Contact Representative	<del></del>	<del></del>	·			· · · · · · · · · · · · · · · · · · ·		
56) First Name: Kathleen	MI:	Q	Last Na	ame: Abernathy		Suffix:		
57) Company Name: Akin Gump Strauss Hauer & Fel	ld LLP	·						
58) Attention To:								
59) P.O. Box:	And /Or	60) Street A	Address: 1	333 New Hampshir	re Ave., NW			
61) City: Washington				62) State: DC	[63] Zip	Code 20036		
64) Telephone Number: (202)887-4125			65) Fax	Number: (202)887-	4288			
66) E-Mail Address: kabernathy@akingump.com								

Assignee/Transferee Information						<del></del>
67) Assignee/Transferee is alimit(Select One)						} ;
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	ernment E	intity	ation Limited Li	ability Company
☐ General Partnership ☐ General Partnership	Li	mited Liability	/ Partners	hip	rtium	1
Other:			<u> </u>			•
68) FCC Registration Number (FRM): 0003290673						:
69) First Name (if individual):		MI:	Last Na	ıme:		Suffix:
70) Legal Entity Name (if not an individual); (CallcoiPar	tnershi	P			<u>.</u>	
71) Attention To: Michael Samsock						
72) Real Party in Interest FCC Registration Number (F	₹N):₹(	003290673			·	
73) Name of Real Party in Interest: Cellco Partnership		Ma.				:
74) P.O. Box:	And Or	7/5) Street /	Address:	1300 Eye St., NW -	Suite 400 West	1
76) City: Washington			A	77) State: DC	78) Zip Code	e: 20005
79) Telephone Number: (202)589-3768			80) Fax	Number: (202)589	9-3750	
81) E-Mail Address: Michael.Samsock@VertzonWirele	ess.cor	n 🧸				
82) Demographics of Assignee/Transferee (Opt	ional\			V		
Race: American Indian or Alaska Native	Ethn	icity: ispanic or Lat	ino		Gender:	7
──   ├── Asian		ot Hispanic o	Viii		Female	·
Black or African-American						
Native Hawaiian or Other Pacific Islander						
☐ White	<u></u>					
Assignee/Transferee Contact Representative (if	other	than Assign	ee/Tran	sferee)	ala di santanana	
83) First Name: Nancy	М	: J	Last Na	ame: Victory		Suffix:
84) Company Name: Wiley Rein LLP						
85) Attention To:						
86) P.O. Box:	And /Or	87) Street	Address:	1776 K Street, NW		
88) City: Washington				89) State: DC	90) Zip Co	de 20006
91) Telephone Number: (202)719-7344			92) Fax	Number: (202)719-	7049	
93) E-Mail Address: nvictory@wileyrein.com						

# Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(ү) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Va provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172
Alien Ownership Information	
95) Is the Assignee/Transfetce attoreign government or the representative of any foreign government?	(N ) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N ) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N ) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y ) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received a roling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?	(ү ) <u>Y</u> es <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	

### **Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCG station authorization, license or construction permit revoked or had any application for an initial, modification or fremewall of FCC station authorization, license, or construction permit denied by the Commission?	(	N ) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	()	N ) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(1	√yes <u>N</u> o

#### **Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor/certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to stream(inedinotification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission strategies.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any jederal agency.

#### Typed or Printed Name of Party Authorized to Sign

103) First Name: CLIVE II: Last Name:
BODE

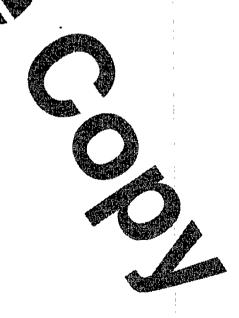
Suffix: ESQ

104) Title: VICE PRESIDENT

Signature: CLIVE D BODE ESQ 105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ORANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION INCENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



#### Assignee/Transferee Certification Statements

- The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the increase (a) minute consent of the increase (b) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be transferred until the consent of the increase (c) will not be assigned or that control of the license (s) will not be assigned or that control of the license (s) will not be transferred until the consent of the increase (c) will not be assigned or that control of the license (s) will not be assigned or that control of the license (s) will not be assigned or that control of the license (s) will not be assigned or that control of the license (s) will not be assigned or that control of the license (s) will not be assigned or that control of the license (s) will not be assigned or that control of the license (s) will not be assigned or that control of the license (s) will not be assigned or that control of the license (s) will not be assigned or that control of the license (s) will not be assigned or the license (s) wil
- 2) The Assignee/Transferee walves any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.\*
  - \*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Communication Communications Communications Communication Comm
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and rate in complete, correct, and made in good faith.
- The Assignee/Transferee certifies that neither it no rany other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

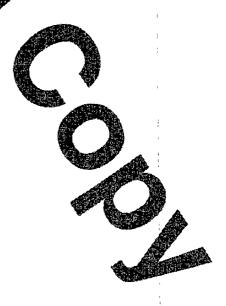
		The state of the s	
106) First Name:	MI:	Last Name	Suffix:
John	Т	Scott	NI .
107) Title: VP Deputy General Counsel - Regulatory L			
Signature:			108) Date:
John T Scott III			06/13/2008
FAR LIDE TO CION THIS ADDITION MAY DECLY	T IN DICEMES	AL OF THE ADDLICATION AND CODERINGS	T ANY FEEC DAID

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



### Authorizations To Be Assigned or Transferred

108)	109)	110)	111)	112)	113)	114)	115)
Call Sign	Radio Service Code	Location Number	Path Number (Microwave only)	Frequency Number	Lower or Center	Upper Frequency (MHz)	Constructed Yes / No
KNKA271	Clse@ellular					_	Y
KNKA300	CL - Celldar					,	Y
KNKA466	CL - Cellulari		<b>&gt;</b>				Y
KNKA503	CL - Cellular						Υ
KNKA506	CL - Cellular	(V					Y
KNKA539	CL - Cellular						Y
KNKA639	CL - Cellular			<b>A</b>			Υ .
KNKN915	CL - Cellular					!	Y



# Attachment(s):

Туре	Description	Date Entered
0	Exhibit 1	06/07/2008

### **Lead Application Information**

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

### Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:16:08 File Number: 0003464417

FCC 603 Main Form Application for Assignments of Authorization and Transfers of Control:

Wireless Telecommunications Bureau

Public Safety and Homeland Security Bureau

Approved by OMB 3060 - 0800 See instructions for public burden estimate

### General Information

1)	Application Purpose (Selectronity one) (TO)	
	AA - Assignment of Authorization AM Amendment TC - Transfer of Control WD - Withdrawal  NT - Required Notification (For Consumms EX - Request for Extension of Time (To Co	
2)	If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a)	Is this application for Assignment of Authorization or Jiransfer of Control part of a series of applications involving other wireless license(s) held by the licenses affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that a sign included on this application and for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
3c)	Does this application for Assignment of Authorization of Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y ) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y) <u>Y</u> es <u>N</u> o
Fee	s and Waivers	
5a)	Is the applicant exempt from FCC application fees?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit justifying how the applicant is exempt from FC@application fees.	
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a)	Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	·(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b)	If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:
Add	itional Transaction Information	
7)	Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N)Yes No
8a)	The Assignment of Authorization or Transfer of Control is:	(X)Xoluntary ( ) Involuntary
8b)	If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/MAXY) / /
9a)	Is this application a pro forma Assignment of Authorization or Transfer of Control?	(N)Yes No
4		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1

9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures

9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses?

10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?

pursuant to Section 1.948(c)(1) of the Commission's Rules?

If 'Y', complete Schedule B and, if applicable, Schedule C.

) Yes No

) Yes No

11)	How will/has the Assignment of Authorizat	ion or Transfer of Control	be/been accomplished? Select One: (	т)	
	ale or other assignment of assets	Court order	Reorganization or liquidation		
}		_	- ,		
	ransfer of stock or other ownership intere				
}	Ziner (voning makagi semenamanageme	ni comiaci, eic.).			
·	The state of the s				
<b>.</b>					
	gnated Entity Information (III) 2a, 12i				···· · · · · · · · · · · · · · · · · ·
12a)	Does this application for Assignment of Au originally awarded with bidding credits vii	uthorization or Transfer of him the last five years?	Control involve any licenses that were	(	) <u>Y</u> es <u>N</u> o
12b)	Does this application for Assignment of Al originally subject to the Commission's ins	ilhorization or Transfer of tallment payment plan?	Control involve any licenses that were	(	) <u>Y</u> es <u>N</u> o
12c)	Does this application for Assignment of A originally granted pursuant to closed bid	ultorization or Transfer of ding within the last five ye	Control involve any licenses that were ears?	(	) <u>Y</u> es <u>N</u> o
Com	petition-Related Information				
13)		Authorization or Transfer	of Control involve a license(s) that may	(v	) <u>Y</u> es <u>N</u> o
,	be used for interconnected mobile voice	and/of data services that v	vould, if assigned or transferred, create		, <u></u>
	Does this application for Assignment of A be used for interconnected mobile voice a geographic overlap with another licen indirect interests (of 10 percent or more), could be used to provide interconnected	either as allicensee or spo mobile voice and/or data	ectrum lessee/sublessee, and that also services?		
14a)				( v	) <u>Y</u> es <u>N</u> o
	Does the Assignee/Transferee hold direct already has access to 10 MHz or more supported by Specialized Mobile Radio (SMR) services	pectrum in the Cellularia es through license(S) leas	adjotelephone, broadband PCS, or se(s), or sublease(s) in the same	, ,	,
<u> </u>	geographic area?				
14b)	Would/does this application for Assignm of entities providing service (using spectaffected market(s)?	ent of Authorization or Tike rum in any of the threesse	ansier of Control reduce the number ivices (lated in item 14a) in the	( Y	) <u>Y</u> es <u>N</u> o
D			W 49		
Бгоа	dband Radio Service and Educatio	nai Broadband Servi	centrolmation		
15a)	Will the requested facilities be used to pro-	rovide multichannel video	programming/	(	) <u>Y</u> es <u>N</u> o
15b)	If 15a is 'Y', does the Assignee/Transfer	ee operate, control or ha	ve attributable interest (as defined in	I	
	Section 27.1202 of the Commission's Rulocated within the geographic area of the		system whose franchise area is	(	) <u>Y</u> es <u>N</u> o
	If IVI provide an authibit evaluining hours	ha Assisnas/Transforce	complies with Section 274/202 of the		
	If 'Y', provide an exhibit explaining how to Commission's Rules or justifying a waive requested. 6a must be answered 'Y'.	er of that rule. If a waiver	of the Commission's Rule(s) is being		
16)		with the programming requ	uirements contained in Section	,	\Voc No
'0'	27.1203 of the Commission's Rules?	aut the programming requ	illements contained in decilonate		) <u>Y</u> es <u>N</u> o
	If 'N', provide an exhibit explaining how the Commission's Rules or justifying a waive requested, 6a must be answered 'Y'.	ne Assignee/Transferee c r of that rule. If a waiver	omplies with Section 27.1203 of the of the Commission's Rule(s) is being		
			<b>d</b> i		
			¥	A	

Assignor/Licensee information							
17) Assignor/Licensee is a(n) (Select One)							
Individual Unincorporated Association	Trust	Gove	ernment E	ntity Corporation	Limited Lial	bility Comp	any
General Partnership K I Ilimited Partnership		imited Liability	Partners	hip Consortium			
Other:			<del></del>				
18) FCC Registration Number (FRN) 0003740495							
19) First Name (if individual):		MI:	Last	Name:		,	Suffix:
20) Legal Entity Name (if not an individual) Authres	ommur	nications of Sc	outhwest /	Arkansas Cellular Limited	Partnership	·	
21) Attention To: Wireless Regulatory Supervisor							
22) P.O. Box:		, 23) Street A	\ddress:	One Allied Drive, B1F02	·D		
24) City: Little Rock	4			25) State: AR	26) Zip Code:	72202	
27) Telephone Number: (501)905-8555			28) Fax	Number: (501)905-6193			
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.	com		<u> </u>	"			
30) Demographics of Assignor/Licensee (Option	nal):				4	1	
Race: American Indian or Alaska Native	Ethn	icity:			nder: Male	<del>.</del>	
Asian		ot Hispanic or			Female		
☐ Black or African-American	-"	The state of the s			· omaio		
Native Hawaiian or Other Pacific Islander							
White					•		
	ــــــــــــــــــــــــــــــــــــــ		- Vice				
Assignor/Licensee Contact Representative	Т		T		<u> </u>	T	
31) First Name:		MI:	Last Na	ime:		Suffix:	
32) Company Name: ALLTEL Communications, LLC			<del></del>			· 	
33) Attention To: Wireless Regulatory Supervisor							
34) P.O. Box:	And /Or	35) Street A	Address: ed Drive,	B1F02-D			
36) City: Little Rock				37) State: AR	38) Zip God	72202	
39) Telephone Number: (501)905-8555			40) Fax	Number: (501)905-6193	To S	A	
41) E-Mail Address: ACI, Wireless. Regulatory@alltel.	com	<b></b>			A		<b>_</b>

### Transferor Information (for Transfers of Control only)

And the second s				· · · · · · · · · · · · · · · · · · ·		······································		
42) Transferor is a(n); (Selectione)				1	,			
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	ernment E	intity Corporation	X Limited Liability	/ Company		
General Partnership Limited Partnership	Li	mited Liability	Partners	hip Consortium				
Other:								
43) FCC Registration Number (FRN): 00165111974	<del>-, .</del>					<u></u>		
44) First Name (if individual):	MI:		Last Na	ıme:		Suffix:		
45) Legal Entity Name (if not an individual) Atlantism	oldings	LLC						
46) Attention To: Clive D. Bode, Esq.	<u> </u>					····		
47) P.O. Box: 48) Street Address: 301 Commerce Street, Suite 3300								
49) City: Fort Worth	M			50) State: TX	51) Zip Code: 76	102		
52) Telephone Number: (817)871-4000			53) Fax	Number:	····	<del></del>		
54) E-Mail Address: cbode@tpg.com	4							
55) Demographics of Transferor (Optional):					,			
Race: American Indian or Alaska Native	Ethn	icity: ispanic or Lai	ino		nder: Male			
Asian	□и	ot Hispanic o	laibo		Female			
Black or African-American								
Native Hawaiian or Other Pacific Islander	ļ							
White	<u> </u>				·····	<del></del>		
Transferor Contact Representative					À.	····		
56) First Name: Kathleen	MI:	Q	Last Na	nme: Abemalhy		Suffix:		
57) Company Name: Akin Gump Strauss Hauer & Fe	ld LLP				**************************************			
58) Attention To:		·						
59) P.O. Box:	And /Or	60) Street A	Address: 1	333 New Hampshire Ave.				
61) City: Washington	61) City: Washington 62) State: DC 63) Zip Code; 20036							
64) Telephone Number: (202)887-4125 65) Fax Number: (202)887-4288								
66) E-Mail Address: kabernathy@akingump.com								

Assigneer ransieree information							
67) Assignee/Transferee is aline (Select One)						,	
☐ Individual ☐ Whitecorporated Association ☐	Trust	Gove	ernment E	ntity 🔲 Corp	oration [	Limited Liabil	ity Company
X General Partnership	☐ Li	mited Liability	/ Partners	hip 🗍 Cons	sortium		
Other:			<del></del>				
68) FCC Registration Number (FRII): 0003290673				· · · · · · · · · · · · · · · · · · ·			-
69) First Name (if individual):		MI:	Last Na	ıme:		<del></del>	Suffix:
70) Legal Entity Name (if not an individual) Cellco Par	tnershi	p	<u> </u>	·			
71) Attention To: Michael Samsock	Â						
72) Real Party in Interest FCC Registration Number (L	RN)	003290673					
73) Name of Real Party in Interest: Cellco Partnership	A						·
74) P.O. Box:	01	(5) Street	\ddress:	1300 Eye St., NV	V - Suite 4	00 West	
76) City: Washington	~468		A	77) State: DC		78) Zip Code: 2	0005
79) Telephone Number: (202)589-3768			80) Fax	Number: (202)	589-3750		
81) E-Mail Address: Michael.Samsock@VerizonWirel	ess.coi	n					
							•
82) Demographics of Assignee/Transferee (Opt		icity:	A		Gen	der:	
American Indian or Alaska Native	□н	ispanic or Lat	200			lale	
Asian	ΙЦΝ	ot Hispanic o	r Latino 🤻		F	emale	
Black or African-American							
Native Hawaiian or Other Pacific Islander							1
∐ White	<u> </u>	·				<b>y</b>	
Assignee/Transferee Contact Representative (if	other	than Assign	ee/Tran	sferee)		E/ANNA	<del></del>
83) First Name: Nancy	М	l: J	Last Na	ime: Victory			Suffix:
84) Company Name: Wiley Rein LLP						Ø <sub>A</sub>	1
85) Attention To:							
86) P.O. Box:	And /Or	87) Street	Address:	1776 K Street, N	W S		<b>A</b>
88) City: Washington				89) State: DC		90) Zip Coder	20006
91) Telephone Number: (202)719-7344			92) Fax	Number: (202)71	19-7049		
93) E-Mail Address: nvictory@wileyrein.com							,

^		
4a) Is the Assignee/Transferent required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(Y	) <u>Y</u> es <u>N</u> o
4b) If 94a is 'Y provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172	
en Ownership Information	1	
5) Is the Assignee/Transferee altoreign government or the representative of any foreign government?	(N	) <u>Y</u> es <u>N</u> o
6) Is the Assignee/Transferee an alien or the representative of an alien?	( N	) <u>Y</u> es <u>N</u> o
7) Is the Assignee/Transferee a corporation of ganized under the laws of any foreign government?	(N	) <u>Y</u> es <u>N</u> o
8) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by allens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws or a foreign country?	(N	) <u>Y</u> es <u>N</u> o
Pa) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y	) <u>Y</u> es <u>N</u> o
9b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	i 	) <u>Y</u> es <u>N</u> o
ssic Qualification Information		
00) Has the Assignee/Transferee or any party to this application had any FCG station authorization, license o construction permit revoked or had any application for an initial, modification or enewallof FCC station authorization, license, or construction permit denied by the Commission?	r (N	) <u>Y</u> es <u>N</u> o
01) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	, (N	) <u>Y</u> es <u>N</u> o
02) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize additional communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?		) <u>Y</u> es <u>N</u> o

Assignor/Transferor	Certification	<b>Statements</b>

- The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined motification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commissions (Riles.
- 2) The Assignor/Transferor cartifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any rederal lagency.

#### Typed or Printed Name of Party Authorized to Sign

103) First Name: CLIVE MI: Last Name:
D BODE

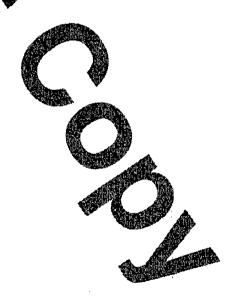
Suffix: ESQ

104) Title: VICE PRESIDENT

Signature: CLIVE D BODE ESQ 105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR/ANY ANTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Assignee/Transferee Certification Statements

- 1) The Assignee/Transferee centifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the irederal communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that crant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.\*
  - \*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it not any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 662, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name:	MI:	Last Name	Suffix:
John	Т	Scott	411
107) Title: VP Deputy General Counsel - Regulatory L			
Signature:			108) Date:
John T Scott III			06/13/2008

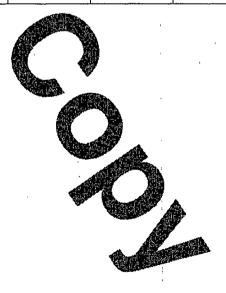
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



### Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKA567	CL-s Geilular					-	Υ
KNKN419	CL - Cellalar						Υ .
KNKN735	CL - Cellular		•			;	Υ
WMJ275	CF - Common Carrier Fixed Point to Point Microwave				,	;	Υ
WMJ276	CF - Common Carrier Fixed Point to Point Microwave					,	Υ
WPXV569	CF - Common Carrier Fixed Point to Point Microwave	•					Υ .
WQEZ315	CF - Common Carrier Fixed Point to Point Microwave			•			Υ
WQIC999	CF - Common Carrier Fixed Point to Point Microwave						N
WQID200	CF - Common Carrier Fixed Point to Point Microwave		•			,	N
WQID242	CF - Common Carrier Fixed Point to Point Microwave						N
WQID243	CF - Common Carrier Fixed Point to Point Microwave						N



# Attachment(s):

Type	Description	Date Entered
0	Exhibit 1	06/07/2008

FCC Form 603 Exhibit 1 Page 1 of 1

### **Lead Application Information**

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

# Reference Copy Only. Do Not Mail to the FCC as an Application.

**Submitted:** 06/13/2008 at 12:17:02 **File Number:** 0003464704

FCC 603 Main Form CApplication for Assignments of Authorization and Transfers of Control:
Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### General Information

1)	Application Purpose (Selectionly, one) (TIP)	
1	AA - Assignment of Authorization AM Amendment NT - Required Notification (For Consummation of Authorization)	ation of an Assignment or Transfer)
	TC - Transfer of Control WD - Withdrawal EX - Request for Extension of Time (To Co	onsummate an Assignment or Transfer)
2)	If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the ECC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the license a fiftilates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
3c)	Does this application for Assignment of Authorization of tiransfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for Which Commission approval or notification is required?	(Y ) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y ) <u>Y</u> es <u>N</u> o
Fees	and Waivers	
5a)	Is the applicant exempt from FCC application fees?	(N ) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit justifying how the applicant is exempt from FC@application fees.	
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N ) <u>Y</u> es <u>N</u> o
	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a)	Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N ) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b)	If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:

### **Additional Transaction Information**

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?		(N) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	( X ) Voluntary	( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DDAGA(Y)	1 1
9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?		(N) <u>Y</u> es <u>N</u> o
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?		( ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY)	
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses?  If 'Y', complete Schedule B and, if applicable, Schedule C.		Yes <u>N</u> o
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?		( ) <u>Y</u> es <u>N</u> o